

RECORDATION NO. 27252-22 FILED

OCT 31 '12 -4 02 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318.7575
Fax 847 318 7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

October 26, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W., Suite 100
Washington, DC 20423-0001
Re. Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated August 16, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement duly filed with the Surface Transportation Board under primary Recordation Number 27252.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian National Railway Company
935 de La Gauchetiere St. West
Montreal, Quebec H3B 2M9
Canada

A description of the railroad equipment covered by the enclosed document is for forty-three (43) hopper cars having SMW marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(CN160)

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ASSIGN. NO. CN160

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE – RIDER NO. 42

THIS MEMORANDUM OF LEASE (the “Memorandum of Lease”) is made and entered into as of August 16, 2012, by and between the Montreal branch of First Union Rail Corporation (“Lessor”), a North Carolina corporation, and Canadian National Railway Company (“Lessee”), a Canadian corporation.


W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement dated as of January 1, 2004 (the “Agreement”) and Rider No. 42 thereto dated as of August 16, 2012 (the “Rider”) whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: 

LESSEE:

CANADIAN NATIONAL RAILWAY COMPANY

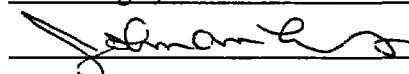
Name: John A.N. LamontTitle: Sr. Manager, Asset FinanceSignature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty-three (43).

DESCRIPTION OF CARS: Covered hopper cars.

CAR NUMBERS:

1	SMW	840053	23	SMW	845439
2	SMW	840197	24	SMW	845440
3	SMW	840688	25	SMW	845449
4	SMW	841392	26	SMW	845479
5	SMW	841408	27	SMW	845492
6	SMW	841641	28	SMW	845495
7	SMW	841681	29	SMW	845496
8	SMW	841689	30	SMW	845502
9	SMW	843063	31	SMW	845509
10	SMW	843556	32	SMW	845512
11	SMW	843616	33	SMW	845514
12	SMW	843652	34	SMW	845517
13	SMW	843688	35	SMW	845522
14	SMW	845305	36	SMW	845523
15	SMW	845410	37	SMW	845529
16	SMW	845412	38	SMW	845534
17	SMW	845416	39	SMW	845535
18	SMW	845421	40	SMW	845556
19	SMW	845422	41	SMW	845566
20	SMW	845423	42	SMW	845576
21	SMW	845428	43	SMW	845580
22	SMW	845432			